

DENTSPLY INTERNATIONAL INC /DE/  
 Form 4  
 February 25, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Wagner Richard M

2. Issuer Name and Ticker or Trading Symbol  
 DENTSPLY INTERNATIONAL INC /DE/ [XRAY]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 221 WEST PHILADELPHIA STREET, SUITE 60W  
 (Street)  
 YORK, PA 17401  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2015

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP & Corporate Controller

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock                    | 02/21/2015                           |  | M                              | 418   | A   | \$ 0   | 1,455                             | D |
| Common Stock                    | 02/21/2015                           |  | M                              | 1,750   | A   | \$ 0   | 3,205                             | D |
| Common Stock                    | 02/21/2015                           |  | F                              | 772 <sup>(4)</sup>  | D   | \$ 52.53   | 2,433                             | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title or Number of Shares                                   |
| PRSU                                       | \$ 52.53   | 02/21/2015                           |  | M                              |   | 02/21/2015 (2)   | Common Stock  |
| RSU (Restricted Stock Unit)                | \$ 52.53   | 02/21/2015                           |  | M                              | 1,750 (3)   | 02/21/2015 (2)   | Common Stock  |
| Stock Option                               | \$ 52  | 02/23/2015                           |  | A                              | 4,700   | 02/23/2016(5) 02/23/2025                                 | Common Stock  |
| RSU (Restricted Stock Unit)                | \$ 0   | 02/23/2015                           |  | A                              | 1,010   | 02/23/2018(6) (2)  | Common Stock  |
| PRSU                                       | \$ 0   | 02/24/2015                           |  | A                              | 608   | 02/24/2017(6) (2)  | Common Stock  |

### Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Wagner Richard M  
221 WEST PHILADELPHIA STREET  
SUITE 60W  
YORK, PA 17401

VP & Corporate Controller

### Signatures

Deborah M. Rasin, POA for Richard M. Wagner

02/25/2015

        \*\*Signature of Reporting Person

        Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of PRSU granted on 2/21/2012 (previously reported on Form 4) along with accumulated dividends (issued on a quarterly basis and also reported on Form 4s since the date of grant).
- (2) Not applicable to this transaction.
- (3) Vesting of RSU granted on 2/21/2012 (previously reported on Form 4) along with accumulated dividends (issued on a quarterly basis and also reported on Form 4s since the date of grant).
- (4) Amount withheld for taxes.
- (5) Shares vest in annual one-third (1/3) increments over a three-year period ending February 23, 2018.
- (6) Vests in full (restrictions lapse) 3 years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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